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Counterdefendants
ALPHA & OMEGA SEMICONDUCTOR,
INC.
ALPHA & OMEGA SEMICONDUCTOR,
LTD.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

ALPHA & OMEGA SEMICONDUCTOR,
INC., a California corporation; and
ALPHA & OMEGA SEMICONDUCTOR,
LTD., a Bermuda corporation,

Plaintiffs and Counterdefendants,

v.

FAIRCHILD SEMICONDUCTOR
CORP., a Delaware corporation,

Defendant and Counterclaimant.

AND RELATED COUNTERCLAIMS

TOWNSEND AND TOWNSEND AND
CREW LLP
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Counterclaimant
FAIRCHILD SEMICONDUCTOR CORP.

Case No. C 07-2638 JSW (EDL)
(Consolidated with Case No. C 07-2664 JSW)

**STIPULATION AND [PROPOSED]
ORDER REGARDING AOS'S MOTION
FOR A PROTECTIVE ORDER
PURSUANT TO CIVIL L.R. 7 TO
PROHIBIT DISCLOSURE OF
CONFIDENTIAL INFORMATION TO
RICHARD BLANCHARD**

STIPULATION

WHEREAS Alpha & Omega Semiconductor, Inc., Alpha & Omega Semiconductor, Ltd. (collectively "AOS") and Fairchild Semiconductor Corp. ("Fairchild") are parties to the above captioned matters;

WHEREAS AOS filed a Motion for a Protective Order Pursuant to Civil L.R. 7 to Prohibit Disclosure of Confidential Information to Richard Blanchard ("Motion for a Protective Order") (Docket #79);

WHEREAS on December 18, 2007, the Court conducted a hearing on AOS's Motion for a Protective Order and ordered the parties to engage in further meet and confer efforts to discuss possible terms on which Dr. Blanchard could have access to information that AOS designates as "Highly Confidential – Attorneys' Eyes Only" or "Confidential" pursuant to the Protective Order entered in this case ("AOS confidential information");

WHEREAS the Court continued the hearing on AOS's Motion for a Protective Order until January 22, 2008, and ordered the parties to submit a joint update by January 15, 2008 detailing the results of their meet and confer efforts;

WHEREAS, Fairchild reserves the right in the future to request that Dr. Blanchard be permitted to access AOS confidential information not addressed in the agreement set forth below;

WHEREAS the parties have met and conferred as ordered and reached an agreement on the following terms, in addition to those set forth in the Protective Order, on which Dr. Blanchard may have access to AOS confidential information:

Until three (3) years have passed after the earlier of (1) the conclusion of this litigation or (2) the last day on which AOS confidential information is disclosed to Fairchild:

- (a) Dr. Blanchard will only have access to AOS confidential information regarding the technical design, manufacture, or operation of AOS's low-voltage (*i.e.*, 200V or less) trench power MOSFET devices. Dr. Blanchard will be prohibited from reviewing any information that does not concern these products, including but not limited to AOS confidential information concerning high-voltage (*i.e.*, more than 200V) or planar products;
- (b) Dr. Blanchard will not have access to any AOS confidential information regarding AOS's agreements with its foundries, including without limitation the terms of agreements with foundries or assembly sub-contractors, including but not limited to wafer pricing and quantities, and volumes for any foundry manufacturing;

- 1 (c) Dr. Blanchard will abstain from any involvement in consulting activities—
 2 including but not limited to research, product development, engineering,
 3 manufacturing activities, or intellectual property development—relating to low-
 4 voltage trench power MOSFET products and technology, except that Dr.
 Blanchard shall be allowed to consult on this litigation for Fairchild as well as on
 the litigation currently pending between AOS and Siliconix;
- 5 (d) Dr. Blanchard will abstain from being a named inventor on or otherwise authoring
 6 or filing any patent application in the field of low-voltage trench power MOSFET
 7 technology. To allow Dr. Blanchard to pursue intellectual property based on ideas
 he has developed prior to reviewing AOS's confidential information, Dr.
 8 Blanchard will not be given access to any AOS confidential information until
 February 11, 2008, during which time Dr. Blanchard may file applications for
 9 patents, which he may continue to pursue after February 11, 2008 so long as he
 does not add any new matter to the applications on file as of February 11, 2008;
 and
- 10 (e) Dr. Blanchard will abstain from authoring any paper or publication, in the field of
 11 low-voltage trench power MOSFET technology, except that Dr. Blanchard shall be
 allowed to author papers or publications concerning historical developments in the
 12 field of low-voltage trench power MOSFET technology that are reviewed and
 approved by AOS before publication. Dr. Blanchard shall tender any draft of a
 13 historical paper or publication to AOS for review and approval no later than forty-
 five (45) days before the anticipated publication date. Dr. François Hébert, or
 14 another designated representative of AOS, will review and approve for publication
 any draft of a historical paper or publication within twenty (21) after receiving the
 15 draft so long as the draft does not contain, reflect, or reveal any AOS confidential
 information.

16 IT IS THEREFORE STIPULATED by and between the parties, through their undersigned
 17 counsel of record that Fairchild and Dr. Blanchard will comply with the above terms, in addition
 18 to those set forth in the Protective Order, regarding Dr. Blanchard's access to AOS confidential
 19 information. In light of Fairchild and Dr. Blanchard's agreement to comply with these terms,
 20 AOS withdraws its Motion for a Protective Order.

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1 IT IS SO AGREED AND STIPULATED.

2
3 Dated: January 15, 2008

MORGAN, LEWIS & BOCKIUS LLP

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5 By: /s/ Andrew J. Wu
6 Andrew J. Wu
7 Attorneys for Plaintiffs and
8 Counterdefendants
9 ALPHA & OMEGA SEMICONDUCTOR,
10 LTD., AND ALPHA & OMEGA
11 SEMICONDUCTOR, INC.

12
13 Dated: January 15, 2008

TOWNSEND AND TOWNSEND AND
CREW LLP

14 By: /s/ Matthew R. Hulse
15 Matthew R. Hulse
16 Attorneys for Defendant and
17 Counterclaimant
18 FAIRCHILD SEMICONDUCTOR
19 CORPORATION
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PROPOSED ORDER

Pursuant to the parties' stipulation set forth above,

IT IS SO ORDERED.

Dated: January 17, 2008



1 Pursuant to General Order No. 45, Section X(B) regarding signatures, I, Andrew J. Wu,
2 attest that concurrence in the filing of this document has been obtained from each of the other
3 signatories. I declare under penalty of perjury under the laws of the United States of America that
4 the foregoing is true and correct. Executed this 15 day of January, 2008, at Palo Alto, California.

5 /s/ Andrew J. Wu

6 Andrew J. Wu
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